

From: Podzius, Bryan <Bryan.Podzius@weil.com>
Sent: Saturday, January 25, 2020 5:00 PM
Cc: Project Blue Admin Team; Sears ACP
Subject: RE: Sears - Tenth Omnibus Objection - Update
Attachments: Notice of Adjournment.pdf

All - The Debtors' Objection was not fully resolved within the timeframe set forth below. Accordingly, for those claimants who reached an agreement with the Debtors, the claims are allowed at [REDACTED] % of the amount of the claim objected to in the Objection.

Earlier this week, with the Court's permission, the Debtors filed their reply in support of the Objection and the attached notice adjourning the Objection for those parties who had not accepted the Debtors' proposal.

Thanks,

Bryan



Bryan Podzius

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
bryan.podzius@weil.com
+1 212 310 8126 Direct
+1 916 717 1328 Mobile
+1 212 310 8007 Fax

From: Fail, Garrett <Garrett.Fail@weil.com>
Subject: Sears - Tenth Omnibus Objection - Settlement Proposal

CONFIDENTIAL; SUBJECT TO FRE 408 AND OTHER RULES OF SIMILAR IMPORT

You are receiving this email because you/your client has asserted an administrative expense claim against the Sears/Kmart Debtors based on goods that were allegedly provided to the Debtors by a foreign vendor. The Debtors have objected to the amount of the claim as explained in detail in the attached objection (the "Objection"), and the Debtors disagree with the calculation of the amounts asserted by you/your client.

For settlement purposes only and to resolve all issues with you/your client with respect to its administrative expense claims in the chapter 11 cases, the Debtors would be willing to allow for each relevant party a single claim to participate in the Administrative Claims Consent Program as a Non-Opt Out Settled Admin Claim at [REDACTED] % of the amount of the claim objected to in the Objection. The Non-Opt Out Settled Admin Claim shall resolve and supersede any proofs of claim, motions, or objections filed by you/your client that assert entitlement or request payment of an administrative or priority claim, and you/your client shall not be entitled to any other administrative or priority claim against the Debtors.

The Debtors are willing to increase their settlement percentage to █% of the amount of the claims objected to in the Objection, but only if the Objection is resolved consensually in its entirety, meaning that all the holders of the remaining claims at issue in the Objection accept the Debtors' proposal by **4:00 pm EST on January 17, 2020**.

The proposed settlement amounts for the relevant claimants are attached in the PDF hereto.

The MIII team is copied on this email and can answer any questions you may have regarding the proposed amount of your allowed claim.

If you wish to accept the Debtors' proposal, please reply to me by email indicating that you ACCEPT. This settlement offer will automatically be withdrawn at 4:00 pm EST on January 17, 2019. In accordance with the Administrative Claims Consent Program, the Debtors will include your client in the next interim distribution made to creditors holding allowed administrative expense claims. By accepting this settlement, your client agrees to keep the terms of this settlement confidential and not discuss the settlement with any other party.

If you do not accept the Debtors' proposal, the Debtors intend to proceed with the Objection to your claim and to pursue any and all appeals in the event of an adverse ruling. No distribution will be made on account of your claim until the conclusion of all appellate litigation, which the Debtors anticipate will entail a significant period of time.

*Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (ECF No. 5370).



Garrett Fail
Partner

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Garrett.Fail@weil.com
+1 212 310 8451 Direct
+1 516 642 4031 Mobile
+1 212 310 8007 Fax

The information contained in this email message is intended only for use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by email, postmaster@weil.com, and destroy the original message. Thank you.